

**TRAILER TRAIN
COMPANY**

300 SOUTH WACKER DRIVE • CHICAGO, ILLINOIS 60606
(312) 786-1200

June 10, 1977

RECORDATION NO. 8628-B Filed & Recorded

JUN 28 1977 - 11 25 AM

Mr. Robert L. Oswald
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

INTERSTATE COMMERCE COMMISSION

DATE JUN 28 1977
FEE \$ 10

Dear Sir:

Will you please record as provided in Section 20c of the Interstate Commerce Act, the Manufacturing Agreement, Supplement No. 2, dated as of June 10, 1977, which supplements the Manufacturing Agreement dated as of December 15, 1976, between Bethlehem Steel Corporation and Trailer Train Company. Eight counterpart originals of the Supplement are enclosed with this letter of transmittal together with a check in the amount of \$10.

The information required for such recordation by order of the Interstate Commerce Commission is as follows:

1116.4(b) - The names and addresses of the parties to the transaction:

Manufacturer: Bethlehem Steel Corporation
Bethlehem, Pennsylvania 18016

Company: Trailer Train Company
300 South Wacker Drive
Chicago, Illinois 60606

FEE OPERATION DR.
JUN 28 11 22 AM '77

1116.4(c) - General description of the equipment:

Type	AAR Mechanical Designation	Units	Marked*	Numbered
89'4", 70-ton capacity, hydraulic draft gear, standard level flat cars for auto rack service	FC	215	TTX	965668-965882

*All units will have marked on each side thereof the following legend:

Counterpart — Benjamin McDowell

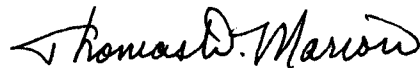
Mr. Robert L. Oswald
Page Two
June 10, 1977

"Owned by a Bank or Trust Company under a
Security Agreement filed under the Interstate
Commerce Act, Section 20c."

1116.4(e) - Prior recordations relating to this Supplement have
been made on December 22, 1976, at 9:50 a.m.,
recordation number 8628; and on April 22, 1977, at
10:55 a.m., recordation number 8628-A

1116.4(f) - Six (6) counterpart originals of the Manufacturing
Agreement Supplement being recorded should be returned
to Bethlehem Steel Corporation.

Very truly yours,

A handwritten signature in cursive script, reading "Thomas D. Marion".

Thomas D. Marion
Manager, Equipment Financing

TDM:nh
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

6/28/77

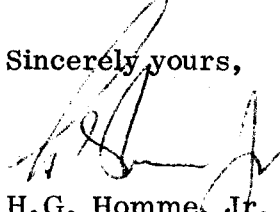
OFFICE OF THE SECRETARY

Thomas D. Marion
Manager, Equip. Financing
Trailer Train Company
300 South Wacker Drive
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the
provisions of Section 20(c) of the Interstate Commerce Act,
49 U.S.C. 20(c), on **6/28/77** at **11:25am** ,
and assigned recordation number(s) **8628-B**

Sincerely yours,


H.G. Homme, Jr.
Acting Secretary

Enclosure(s)

SE-30-T
(6/77)

RECORDATION NO. *8628-B* Filed & Recorded

JUN 28 1977-11 25 AM

INTERSTATE COMMERCE COMMISSION

MANUFACTURING AGREEMENT SUPPLEMENT NO. 2

dated as of June 10, 1977, between BETHLEHEM STEEL CORPORATION (hereinafter called the Manufacturer) and TRAILER TRAIN COMPANY (hereinafter called the Company).

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of December 15, 1976, which was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on December 22, 1976, at 9:50 a.m., recordation number 8628, which provides for the execution and delivery from time to time of supplements thereto each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

The units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect of such units of railroad equipment, and set forth in Items 2 and 3 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.

IN WITNESS WHEREOF, the parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

BETHLEHEM STEEL CORPORATION

(CORPORATE SEAL)

By A. M. Reed
Senior Vice President

ATTEST:

J. B. [Signature]
Assistant Secretary

TRAILER TRAIN COMPANY

(CORPORATE SEAL)

By R. E. [Signature]
Assistant Treasurer

ATTEST:

D. J. Nalab
Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA)
COUNTY OF LEHIGH

SS.:

On this 27th day of June, 1977, before me personally appeared A. M. Reed, to me personally known, who being by me duly sworn, says that he is a Vice President of BETHLEHEM STEEL CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

E. H. Vary
Notary Public

(NOTARIAL SEAL)

My Commission expires:
My Commission expires: July 17, 1978
City of Bethlehem
Lehigh County

STATE OF ILLINOIS)
COUNTY OF COOK

SS.:

On this 16TH day of June, 1977, before me personally appeared R. E. Zimmerman, to me personally known, who being by me duly sworn, says that he is the Assistant Treasurer of TRAILER TRAIN COMPANY; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Jo Ann Frank
Notary Public

(NOTARIAL SEAL)

My Commission expires:

My Commission Expires May 17, 1980

ANNEX A

BETHLEHEM STEEL CORPORATION
(Manufacturer)

TRAILER TRAIN COMPANY
(Company)

ITEM 1:

<u>Type</u>	<u>Quantity</u>	<u>Company's Car Numbers (Inclusive)</u>	<u>Unit Base Price</u>	<u>Total Base Price</u>	<u>Month of Delivery</u>	<u>Specification (Contract) Number</u>
89'4", 70-ton capacity, standard level hydraulic draft gear flat car for auto rack service	80	965668 - 965747	\$31,700	\$2,536,000	June, '77	T-2077-B
	135	965748 - 965882	31,700	4,279,500	Jun.-Aug., '77	T-3077-B-CA

ITEM 2: December 10, 1977

ITEM 3: December 10, 1977